

LMP REAL ESTATE INCOME FUND INC.

Form 4

February 08, 2016

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Bulldog Investors General  
Partnership

(Last) (First) (Middle)

PARK 80 WEST - PLAZA  
TWO, 250 PEHLE AVE., STE 708

(Street)

SADDLE BROOK, NJ 07663

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol  
LMP REAL ESTATE INCOME  
FUND INC. [RIT]

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/04/2016

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_ Form filed by One Reporting Person  
\_\_X\_\_ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |        |            | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|--------|------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount | (A) or (D) | Price                                                                                         |                                                          |                                                       |
| Common Stock <u>(1)</u>         | 02/04/2016                           |                                                    | P                              |                                                                   | 22,798 | A          | \$ 12.6383                                                                                    | 1,901,744                                                | D                                                     |
| Common Stock <u>(1)</u>         | 02/05/2016                           |                                                    | P                              |                                                                   | 10,219 | A          | \$ 12.4396                                                                                    | 1,911,963                                                | D                                                     |
| Common Stock <u>(2)</u>         | 02/04/2016                           |                                                    | P                              |                                                                   | 911    | A          | \$ 12.6383                                                                                    | 77,774                                                   | D                                                     |
| Common Stock <u>(2)</u>         | 02/05/2016                           |                                                    | P                              |                                                                   | 409    | A          | \$ 12.4396                                                                                    | 78,183                                                   | D                                                     |
| Common Stock <u>(3)</u>         | 02/04/2016                           |                                                    | P                              |                                                                   | 1,291  | A          | \$ 12.6383                                                                                    | 123,991                                                  | D                                                     |

# Edgar Filing: LMP REAL ESTATE INCOME FUND INC. - Form 4

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repor<br>Trans<br>(Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|-----------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                      |

## Reporting Owners

| Reporting Owner Name / Address                                                                                                     | Relationships                    |
|------------------------------------------------------------------------------------------------------------------------------------|----------------------------------|
|                                                                                                                                    | Director 10% Owner Officer Other |
| Bulldog Investors General Partnership<br>PARK 80 WEST - PLAZA TWO<br>250 PEHLE AVE., STE 708<br>SADDLE BROOK, NJ 07663             | X                                |
| Full Value Offshore Fund, Ltd.<br>C.O MAPLES CORPORATE SERVICES LIMITED<br>P.O. BOX 309, UGLAND HOUSE<br>GRAND CAYMAN, E9 KY1-1104 | X                                |
| Opportunity Income Plus LP<br>PARK 80 WEST - PLAZA TWO<br>250 PEHLE AVE., STE 708<br>SADDLE BROOK, NJ 07663                        | X                                |

## Signatures

|                                                                          |            |
|--------------------------------------------------------------------------|------------|
| /s/ Phillip Goldstein on behalf of Bulldog Investors General Partnership | 02/08/2016 |
| <u>                    </u> **Signature of Reporting Person              | Date       |
| /s/ Phillip Goldstein on behalf of Full Value Offshore Fund, Ltd.        | 02/08/2016 |
| <u>                    </u> **Signature of Reporting Person              | Date       |

/s/ Phillip Goldstein on behalf of Opportunity Income Plus, LP

02/08/2016

\_\_\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Shares are held by Bulldog Investors General Partnership. The general partners of Bulldog Investors General Partnership include Opportunity Partners, LP, Calapasas West Partners, LP, Full Value Special Situations Fund, LP, Full Value Offshore Fund, Ltd., Full

(1) Value Partners, LP, Opportunity Income Plus, LP, MCM Opportunity Partners, LP, Steady Gain Partners, LP and Mercury Partners, LP, which together may constitute a group. Each such general partner disclaims beneficial ownership in such shares except to the extent of its pecuniary interest therein.

(2) Shares are held by Full Value Offshore Fund, Ltd.

(3) Shares are held by Opportunity Income Plus, LP.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.